

CONSTITUTION AND BYLAWS OF SOUTHEASTERN HOCKEY OFFICIALS ASSOCIATION, INC.

ARTICLE I -- NAME AND PURPOSES

Section 1.1 : Name. The name of the corporation is the SOUTHEASTERN HOCKEY OFFICIALS ASSOCIATION, INC. ("Corporation").

Section 1.2 : Purposes. The Corporation is established for the following purposes:

- A. To foster the development and growth of amateur hockey by providing trained and impartial officiating services to amateur hockey organizations operating within the corporation's area of responsibility.
- B. To assist in the character development of youth hockey players by instilling the ideals of citizenship, sportsmanship, fair play and sacrifice through participation in competitive hockey.
- C. To encourage, promote, and provide for mental, ethical and physical training and educational development of youth.
- D. To provide adult leagues and players with a fair and orderly playing environment.
- E. To recruit and train interested individuals to provide skilled and impartial hockey officiating services.
- F. To provide appropriate support services to its members, to include training, game scheduling, supervision, game fee negotiation and contracting, fee collection from subscriber organizations and to make payment to individual members on behalf of such organizations.

Section 1.3 : Affiliations. The Corporation shall generally subscribe to the philosophy, principles, rules and regulations of USA Hockey, Inc. and of the Potomac Valley Amateur Hockey Association (PVAHA), which is the USA Hockey Affiliate Association exercising exclusive jurisdiction over USA Hockey programs within the Corporations' area of responsibility. The Corporation shall specifically subscribe to USA Hockey standards relating to equipment and safety, player registration and eligibility, ice hockey officials registration and eligibility, playing rules and officiating procedures.

Section 1.4 : Nonprofit Status. The Corporation is a charitable and educational association organized under the provisions of the laws of the State of Maryland as a non-stock, not-for-profit corporation.

Section 1.5 : Nondiscrimination. In carrying out its objectives and purposes, the Corporation shall operate without discrimination because of national origin, sex, color, race, or creed; and it shall not discriminate with regard to volunteers, members of any Board or employment. The Corporation shall subscribe to equal employment opportunities and broad representation of all segments of the community or area it shall serve.

ARTICLE II -- MEMBERS

Section 2.1 : Membership Categories. The Corporation shall have three categories of membership: Associate, Active, and Honorary. Only Active members may vote or hold office in the corporation. All members may attend membership meetings and participate in discussion of matters brought before the meetings.

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Section 2.2 : Eligibility for Membership. Each category of membership, except Honorary members, shall be restricted to individuals who satisfy the following criteria:

- A. Demonstration of an acceptable level of physical ability, emotional stability and soundness of judgment, consistent with the requirements of hockey officiating.
- B. Submission of a completed membership application on a form provided by the corporation.
- C. Registration as a member of the Officials Section of USA Hockey.
- D. Successful completion of all tests and other criteria specified by USA Hockey, including attendance at an annual USA Hockey Officiating Seminar.
- E. Successful completion of the Corporation's New Member Orientation through the Corporation's Director of Evaluations and Training.
- F. Acceptance and agreement to abide by the Corporation's rules and regulations as contained in this Constitution and By Laws and such Standard Operating Procedures and other relevant directives as may be duly enacted by the Corporation's membership or board of directors.

Section 2.3 : Election to Membership. Unless otherwise provided in these By Laws, eligible persons shall be elected into membership by the affirmative vote of a majority of the Active members of the Corporation present and voting at any general or special meeting of the Active membership called for that purpose at which meeting a quorum is present. The Corporation's board of directors may, in its sole discretion, make appropriate recommendations to the Active members of the Corporation regarding the acceptability of any applicant for membership in the Corporation.

Section 2.4 : Membership Categories.

- A. Associate Members. Each new member of the Corporation shall be admitted as an Associate member upon completion of membership criteria as provided in Section 2.2 of these Bylaws. An Associate member is eligible to be elected as an Active member in the next succeeding fiscal year, provided that he/she meets the criteria to become an Active member. Youth under the age of eighteen (18) years (sometimes referred to as "Juniors") who have completed the membership criteria as provided in Section 2.2 of these Bylaws and who have written parental consent may become Associate members. Juniors may not hold elected office. Juniors age sixteen (16) or younger shall not be required to pay membership dues.
- B. Active Members. To be eligible to become an Active member of the Corporation, an individual must have been admitted either (1), as an Associate member during the previous fiscal year who has met the criteria for membership as provided in Section 2.2 of these Bylaws, attended a minimum of three membership meetings and completed a minimum of twenty-five Corporation sponsored officiating assignments during the previous fiscal year or (2) as a former, returning member as provided in Section 2.5 A of these Bylaws who has met the criteria for membership as provided in Section 2.2 of these Bylaws. After becoming an Active member, an individual shall retain active membership status so long as he/she attends a minimum of three (3) membership meetings and completes a minimum of twenty five (25) officiating assignments during the previous fiscal year. The Corporation's board may, in its sole discretion, reduce the required minimum number of membership meetings if extreme weather or other unforeseen circumstances preclude the Corporation from conducting

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a sufficient number of membership meetings during any fiscal year. Members who have an officiating assignment which conflicts with attendance at a membership meeting, shall receive credit for an excused absence, provided that there shall be no more than one (1) excused absence credited per fiscal year. Active members who otherwise meet the requirements for membership but who do not continue to meet the criteria for Active membership in the Corporation in any fiscal year shall become Associate members of the Corporation as of the succeeding year.

- C. Honorary Members. Persons who have distinguished themselves or made significant contributions to amateur hockey consistent with the purposes of the Corporation may be elected as Honorary members of the Corporation. Candidates for Honorary membership shall be nominated by majority vote of the Corporation's Board of Directors, and elected by a two-thirds majority vote of the Active members present and voting at any membership meeting of the Corporation at which a quorum is present.

Section 2.5 : Transfers and Former Members.

- A. Any former member of the Corporation holding current USA Hockey officiating credentials in another area or organization who applies for reinstatement as a member in the Corporation may be nominated to Active or Associate membership upon the recommendation of the Board of Directors and, upon the vote of the Active members of the Corporation as specified in Section 2.3 of these Bylaws, shall be elected.
- B. Any former member of the Corporation who does not hold current USA Hockey officiating credentials may be elected as an Associate member of the Corporation.
- C. An individual holding current USA Hockey officiating credentials, who applies for membership in the Corporation but is not a former member of the Corporation, may be elected as an Associate member of the Corporation.

Section 2.6 : Duties and Responsibilities.

- A. All members of the Corporation are entitled to receive notice of and to attend all meetings of members of the Corporation. All members of the Corporation may participate in debate during membership meetings, serve on committees, pay duly assessed dues and other fees and officiate in hockey games over which the Corporation has assignment authority.
- B. Each member of the Corporation is individually responsible to meet the participation requirements established for membership in the Corporation as set forth in Sections 2.2 and 2.4 of these Bylaws. Fulfillment of participation requirements for maintaining Active member status shall be based on the Corporation's fiscal year.
- C. It is the duty and responsibility of each member of the Corporation to conduct himself / herself in a manner that reflects credit on the Corporation and USA Hockey, both on and off the ice. Incidents of misconduct on the part of any member in any game or other activity sanctioned by the Corporation, including travel to and from such activities, which, in the opinion of a majority of the Board, violates the spirit of this Section 2.6.C may result, in the Board's discretion, in suspension or expulsion from membership in the Corporation.
- D. No member of the Corporation shall use, carry or condone the use of any illegal substance in any form except for drugs prescribed by a physician for the specific

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purpose. No member shall officiate while under any influence of alcoholic beverages or other intoxicating agent. Members shall not consume alcohol within the confines of a customer facility as defined in the Standard Operating Procedures. No member shall possess firearms within the confines of a customer facility, unless occupationally required to do so and then only if the firearm is secured prior to rendering officiating services. Violation of this subsection shall be grounds for suspension or expulsion under Section 2.6.C and/or disciplinary proceedings under Section 2.7.

Section 2.7 : Disciplinary Proceedings Concerning Members.

- A.** Each Associate and Active member has the right and obligation to make known incidents or allegations of misconduct or wrong doing by any other member. Such incidents or allegations shall be immediately made known to the Vice President for Operations and the Director of Officiating Standards, either orally or in writing. The Director of Officiating Standards may, at his/her discretion, convene a Judicial Committee to investigate the facts and circumstances and to make appropriate recommendations to the Board.
- B.** Any member being investigated shall be notified immediately, in writing, which shall include electronic mail, by the Director of Officiating Standards, of the allegations against him/her and shall be provided an opportunity to respond, including the opportunity to introduce evidence and to produce witnesses on his/her behalf.
- C.** The Board of Directors, after considering the findings and recommendations of the Vice President for Operations, Director of Officiating Standards, or the Judicial Committee, shall have the authority to recommend, for approval by the membership, expulsion from membership or suspension for a period of up to one year or, without concurrence by the membership, to impose one or more of the following lesser sanctions:
 - i. Monetary fines as listed in the Standard Operating Procedures;
 - ii. Suspension for certain specified periods of thirty (30) days or less as listed in the Standard Operating Procedures;
 - iii. Restrictions on frequency of games worked;
 - iv. Restrictions on levels of games worked;
 - v. Limitations on on-ice partners subject to scheduler or Vice President for Operations approval;
 - vi. Required training or refresher training to be completed prior to returning to the ice or being permitted to raise level of games;
 - vii. Complete formal evaluations prior to assignment to specific games;
 - viii. Written apologies to offended organizations and/or individuals;
 - ix. Hockey Community service.

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- D.** Imposition of penalties listed in Sections 2.7.C.i-ix above shall require a majority vote of the Board members present and voting at any meeting of the Board at which a quorum is present. Imposition of expulsion from membership or suspensions greater than thirty (30) days shall require an affirmative majority vote of the Board and a two-thirds (66.7%) affirmative vote of the Active members present and voting at any regular or special membership meeting at which the matter of the expulsion or such suspension is listed in the notice of the meeting and a quorum is present. Voting on issues of expulsion or suspension of members shall be by secret written ballot. A member who is expelled hereunder may request reconsideration in writing and the expulsion shall be reconsidered at the next meeting on which the matter of the reconsideration is in the notice of the meeting and a quorum is present, if two thirds (66.7%) of the Active members present and voting vote to reconsider the matter. If the membership votes to reconsider, the issue of expulsion shall again be brought before the membership and decided by the vote of two-thirds (66.7%) of the Active members present and voting at the next meeting at which the issue of the reconsidered expulsion is on the notice of the meeting and a quorum is present.
- E.** A member who is fined or suspended by action of the Board may appeal the action to the Active membership by a formal writing, which shall include electronic mail, directed to the attention of the Director of Standards within seven (7) days of notification of the sanctions assessed against him/her. In the event of such an appeal, any fine or suspension shall be held in abeyance pending action of the membership. It shall require a majority vote of those present and voting at any regular or special meeting of the membership, at which a quorum is present, to sustain the Board's action. Should the sanctioned member not file a notice of appeal within the seven (7) day appeal period afforded, all fines and suspensions shall become final at 12:00am on the eighth day and the member's right to appeal shall expire.
- F.** Each member of the Corporation is expected to attain and maintain a level of physical and technical proficiency commensurate with the requirements of the age group(s) and competitive level(s) serviced by the member. In the event that evaluation reports or any other source indicate an unsatisfactory level of proficiency by a member, the Director of Officiating Standards, either individually or through committee, will review the member's performance and initiate appropriate remedial action, including the following:
- i. Counsel the member in a manner that clearly identifies the specific deficiencies, prescribes remedial actions and identifies objectives to be attained. A written record of each such counseling shall be maintained.
 - ii. Refer the member to the Director of Training and Evaluation for remedial training.
 - iii. Recommend suspension of the member for the period of time required to complete remedial training. The recommendation shall be referred to the Board which may suspend a member for up to thirty (30) days by majority vote of the Directors present and voting.
 - iv. Recommend termination of membership, without prejudice, on the basis of demonstrated lack of proficiency. The recommendation shall be referred to the Board and Active membership and shall require a majority vote of the Directors present and voting and a two-thirds (66.7%) vote of the Active members present and voting at any membership meeting at which the matter of such

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termination is on the agenda and notice of the meeting.

- v. Any member who is suspended or terminated pursuant to Sections 2.7.F.iii or iv may appeal such action in accordance with the procedures in Section 2.7.E.

Section 2.8 : Arbitration of Disputes. Any dispute between a member and the Corporation regarding discipline, suspension, expulsion or any other claim or controversy arising out of the relationship between a member and the Corporation, including any claim or controversy arising under or relating to these Bylaws shall be settled by arbitration administered by the American Arbitration Association under rules established by the Association from time to time. Judgment on the award rendered by the arbitrator(s) may be entered in any court of competent jurisdiction. Arbitration shall take place in the Greater Washington DC area including Washington, DC, Montgomery and Prince George's Counties in Maryland, Alexandria City, Arlington, Fairfax and Prince William Counties in Virginia.

Section 2.9 : Arbitration Expenses. In the event of a dispute between any member and the Corporation, or between any member and an officer or director of the Corporation concerning or in any way related to the Corporation, the party or parties substantially prevailing in any arbitration or litigation of the dispute shall be reimbursed the costs of such arbitration or litigation, including reasonable attorney's fees, by the non-prevailing party or parties, which costs and fees may be awarded as part of an award or judgment in the case or in a separate litigation for that purpose.

ARTICLE III -- MEMBERSHIP MEETINGS

Section 3.1 : Annual and Regular Meetings. An annual meeting of the membership of the Corporation shall be held in the month of May of each year and at such place within or without the State of Maryland as the Board of Directors shall designate. The membership shall hold such additional regular meetings each year as it shall determine from time to time. Said regular meetings shall be held at such time and place within or without the State of Maryland as the Board shall designate; provided that general membership meetings shall be held no less frequently than sixty-seven (67) days during the period of September through April.

Section 3.2 : Special Meetings. Special meetings of the membership of the Corporation shall be held upon the call of the President, the Board of Directors or the written request of any fifteen (15) or more Active members of the Corporation. The call shall designate the matter(s) to come before the meeting, the time, date and place either within or without the State of Maryland for holding the special meeting. All special meetings shall be held in the State of Maryland or at a place within a 20 mile circumference from the Washington Monument in Washington, DC.

Section 3.3 : Quorum. No business decisions or actions of the Corporation may be voted upon by the membership without the presence of a quorum. Ten (10) of the Active members exclusive of Board members of the Corporation shall constitute a quorum for the transaction of business at any regular or special meeting of the membership. Attendance must be in person, and voting by proxy is not permitted.

Section 3.4 : Notice. Each member shall receive not less than thirty (30) days' notice of the day, time and place of the annual membership meeting. Except in the case of the annual meeting, notice of any regular or special meeting of the membership shall be given at least seven (7) days prior thereto. "Notice", as used herein, shall mean written notice delivered personally or sent by mail, telecopy, telegram or email to each member of the Corporation at the member's last known business or residence address or telecopy number or email address as shown by the records of the Corporation. Any Active member may waive notice of the annual or of any regular or special meeting. Unless required by these Bylaws, the purposes or business of

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any annual or regular meeting need not be stated in the notice therefore.

Section 3.5 : Manner of Acting. The act of a majority of the Active members present at a meeting at which a quorum is present shall be the act of the membership unless the act of a greater number is required by law or by these Bylaws. The members shall keep accurate minutes of the proceedings and shall promptly post them on the organization's website.

ARTICLE IV -- BOARD OF DIRECTORS

Section 4.1 : Duties. The management of the Corporation shall be vested in its Board of Directors that shall have full authority, consistent with these Bylaws and the laws of the State of Maryland, to manage and to establish policies and rules and regulations for the government of the Corporation. The Board, except as otherwise provided in these Bylaws and in the Corporation's Articles of Incorporation, shall have full and complete authority for the management, control, and disposition of the business, property and funds of the Corporation, including compensation of Officers and Directors.

Section 4.2 : Number, Nomination, and Election of Directors.

- A. Number of Directors. The Corporation's Board of Directors shall consist of nine (9) Directors. The Directors shall be the Corporation's President, Vice President for Management, Vice President for Operations, Secretary, Treasurer and four (4) Directors elected at large from among the Active members of the Corporation. In addition to Directors, the Corporation shall have Adjunct Directors who, except for those specified in Section 5.8 E and F hereof, shall be nominated by the President of the Corporation and confirmed by majority vote of the Directors present and voting at any regular or special meeting of the Board of Directors. Adjunct Directors shall be entitled to notice of and to attend meetings of the Board of Directors, to participate in Board meetings, but shall not be entitled to vote on any matter before the Board of Directors.
- B. Election of Directors. The Active members of the Corporation shall elect Directors of the Corporation in accordance with the provisions of these Bylaws at the annual meeting of the members of the Corporation by secret written ballot.
- C. Term of Office. Directors shall be elected and/or appointed to one (1) year terms. The terms of Directors shall commence effective on the first day of the Corporation's fiscal year.

Section 4.3 : Eligibility of Directors. Directors need not be residents of the State of Maryland. A Director may be elected to successive terms without limitation. The Board shall establish from time to time regulations establishing minimum requirements for Directors, including with respect to attendance at meetings of the Board.

Section 4.4 : Annual and Regular Meetings. An annual meeting of the Board shall be held within 30 days following the annual meeting of the membership each year and at such place within or without the State of Maryland that the Board shall designate. The Board shall hold such additional regular meetings each year as it shall determine from time to time; provided that the Board shall meet at least monthly during the playing season (October through March) and once every other month during the rest of the year. Said regular meetings shall be held at such time and place within or without the State of Maryland, as the Board shall designate.

Section 4.5 : Special Meetings. Special meetings of the Board shall be held upon the call of the President or the written request made to the President by any three (3) or more Directors. The call

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shall designate the matter(s) to come before the meeting and the time, date and place, within the Association's coverage area, for holding the special meeting.

Section 4.6 : Quorum. No business or action by the Board of Directors may be voted upon without the presence of a quorum. Five (5) Directors of the Corporation shall constitute a quorum for the transaction of business at any regular or special meeting of the Board.

Section 4.7 : Notice. Notice of the annual meeting and of any regular or special meeting of the Board shall be given at least Five (5) days prior thereto. "Notice", as used herein shall mean written notice delivered personally or sent by mail, telecopy, telegram or email to each Director at the Director's last known business or residence address or telecopy number or email address as shown by the records of the Corporation. Any Director may waive notice of the annual or of any regular or special meeting. Unless required by these Bylaws, the purposes or business of any such, annual, regular or special meeting need not be stated in the notice therefore.

Section 4.8 : Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by law or by these Bylaws. The Board shall keep accurate minutes of its proceedings and shall promptly mail copies thereof to all Directors of the Corporation.

Section 4.9 : Vacancies. Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the Directors present at a meeting of the Board at which a quorum is present.

Section 4.10 : Removal. The Active members of the Corporation may remove any Director from such position whenever in the judgment of the Active members present and voting by 2/3rds (66.7%) majority the best interests of the Corporation would be served thereby. Such removal may, but need not, be for cause and/or for failure to comply with the Board's regulations establishing minimum requirements for Directors.

ARTICLE V -- OFFICERS

Section 5.1 : Officers. The officers of the Corporation shall be a President, a Vice President for Management, a Vice President for Operations, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article V. The Active members of the Corporation may elect or appoint such other officers as the Active members deem appropriate. Such other officers shall have the authority and perform the duties prescribed at the time of election. The same person may hold no more than one (1) office.

Section 5.2 : Election and Term. The officers of the Corporation shall be elected for one (1) year terms by the Active members at the annual meeting of the membership and shall take office effective on the first day of the ensuing fiscal year of the Corporation. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient and shall be effective at such time as the Active members shall designate. All officers shall be elected from among the Active members of the Corporation. A separate ballot - will be conducted for each office beginning with the President and following the order listed in Section 5.1 of these Bylaws. The candidate receiving a majority of the votes cast shall be deemed elected.

Section 5.3 : President. The President shall be the chief executive officer of the Corporation, shall preside at the meetings of the membership and the Board of Directors, shall have authority to designate a presiding officer to act in the President's absence and shall perform all duties incident to the office of President. The President shall be an ex officio member of all committees of the Corporation. The President shall conduct the affairs of the Corporation in

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accordance with its Articles of Incorporation, these Bylaws, the laws of the State of Maryland and such Standard Operating Procedures as may be adopted by the membership of the Corporation. The President shall serve as the sole representative of the Corporation to USA Hockey, PVAHA, subscriber organizations, sister organizations and the general public except when such functions are duly delegated to other officers, directors or members of the Corporation. The President shall appoint members to serve on standing or special committees, and shall generally conduct the affairs of the Corporation subject to the advice and concurrence of its Board of Directors. The President shall have authority to sign checks on behalf of the Corporation and may authorize the Vice President for Management, the Secretary of the Corporation and the Treasurer to sign such checks.

Section 5.4 : Vice President for Management. The Vice President for Management shall serve as the controller of the Corporation and shall be generally responsible for developing, implementing and overseeing such management procedures and practices as may be necessary to ensure the efficiency, effectiveness and accountability of the Corporation's business interests. The Vice President for Management shall serve as chair of the Management Committee of the Corporation. He shall cause to be prepared an annual budget of the Corporation, as directed by the Board of Directors. The Vice President for Management, in coordination with the Treasurer, shall conduct and manage monthly client billing and correspondence related to collection of fees. The Vice President for Management is responsible to develop, implement and apply appropriate internal audit and control procedures to assure the integrity and accountability of the Corporation's financial and management structures and shall annually cause a formal review of the Corporation's financial condition to be conducted with the final report posted on the members only area of the Corporation's website not later than one month after completion of the audit.

Section 5.5 : Vice President for Operations. The Vice President for Operations shall serve as the chief operating officer of the Corporation and is generally responsible for coordinating the Corporation's officiating activities. The Vice President for Operations shall serve as chair of the Operations Committee. The Vice President for Operations, in close coordination with the Director of Scheduling Operations, shall assign officials to all tournaments and playoff games over which the Corporation exercises assignment authority and represents the Corporation in matters pertaining to disposition of officials and player suspensions and other disciplinary matters relating to violations of the playing authorities, with the concurrence of the Board of Directors.

Section 5.6 : Secretary. The Secretary of the Corporation shall keep minutes and issue notices of meetings of the membership and the Board of Directors and shall perform such other duties as are incident to the office. The Secretary shall maintain the records of the Corporation, including the minutes of all Board and membership meetings. The Secretary shall sign all contracts, leases, correspondence and other official documents in the name of the Corporation as authorized by the Board of Directors. The Secretary shall maintain disciplinary and attendance records of members. The Secretary shall periodically produce and distribute a newsletter or similar communication to inform the membership of developments or items of general interest. The Secretary shall maintain the membership records of the Corporation and, prior to the Corporation's annual membership meeting, shall recommend advancement of qualified Associate members to Active membership and shall recommend reversion of Active members to Associate members in instances where such members failed to meet eligibility requirements during the previous fiscal year. The Secretary shall maintain a current roster of Active members. The Secretary shall undertake appropriate activities to publicize and promote the activities of the Corporation and to recruit and enroll new members. The Secretary shall develop, maintain, produce and distribute a directory of ice rinks located within the Corporation's area of responsibility, which shall include pertinent information including, at a minimum, street address, telephone number, travel directions, emergency contact name and number, name and phone number of

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facilities managers, location of official's dressing facilities and similar information. The Secretary shall coordinate posting of information on the Corporation's website with the Webmaster.

Section 5.7 : Treasurer. The Treasurer of the Corporation shall maintain custody of the Corporation's funds and such records as may be required by the Articles of Incorporation, these Bylaws, Standard Operating Procedures or by applicable Federal and State law. The Treasurer shall provide annually to each member a Statement of Miscellaneous Income and cause all tax returns and related reports required of the Corporation to be completed and filed. The Treasurer shall maintain appropriate records of receipts and disbursements, bill for and collect all accounts and receivables, and satisfy all member accounts and other Corporation obligations in a timely manner. The Treasurer shall prepare a monthly financial operating statement, which shall be available for review at each membership meeting and an Annual Report reflecting the overall financial condition of the Corporation, projected to the end of the fiscal year. The Annual Report will be available for review at the annual membership meeting.

Section 5.8 : Other Officers.

- A.** Director of Scheduling Operations (Master Scheduler). The Director of Scheduling Operations shall coordinate game assignment operations with the Vice President for Operations and conduct supervision of program and rink schedulers. In coordination with program schedulers and Rink Schedulers, the Director of Scheduling Operations shall ensure daily, holiday and tournament commitments are full staffed. Director of Scheduling Operations shall coordinate with schedulers on elevating officials into higher levels of games and coordinate approval of such assignments with the officers of the Corporation. In close coordination with the Vice President for Operations, the Director of Scheduling Operations shall develop playoff assignments for all youth and high school programs. The Director of Scheduling Operations shall coordinate with the Director of Officiating Standards and the Director of Evaluations and Training for resolution of evaluation, training and disciplinary matters.
- B.** Director of Officiating Standards. The Director of Officiating Standards shall manage the quality assurance of officiating services provided by members of the Corporation and shall investigate instances or allegations of misfeasance, malfeasance or nonfeasance involving officers, directors adjunct directors or members and make appropriate recommendations to the Board of Directors. The Director of Officiating Standards shall monitor results of the Corporation's evaluation program and provide guidance, counseling or advice to individual members as appropriate. The Director of Officiating Standards shall provide the Secretary for signature and release all correspondence to members regarding disciplinary actions approved by the Board and/or the membership. Copies of all findings and correspondence sent or received pursuant to any disciplinary issue will be provided to the Secretary for retention and historical file completeness.
- C.** Director of Evaluation and Training. The Director of Evaluation and Training shall chair the Evaluation and Training Committee. The Director of Evaluation and Training shall administer a comprehensive training program consistent with the policies and objectives of USA Hockey. The Director of Evaluation and Training shall assist in the agenda of each membership meeting by planning and conducting one training presentation or guest speaker presentation for each membership meeting. The Director of Evaluation and Training shall plan and conduct such other training events at such other times as are considered necessary and appropriate. The Director of Evaluation and Training shall coordinate directly with the Vice President for Operations to assure that members receive game assignments that foster their

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development and with the Director of Officiating Standards to resolve proficiency issues identified as a result of the evaluation process. The Director of Evaluation and Training shall conduct New Member Orientation sessions with applicants for Associate membership.

- D. Director for Information Services. Director for Information Services shall coordinate and develop web and service applications and, in coordination with the Webmaster, shall maintain appropriate and current information on the Corporation's website. Director for Information Services shall seek modern web applications from related websites in order to design ideas that promote efficiency and effectiveness for the management of the Corporation and service to members and client organizations.
- E. Webmaster. The Webmaster shall serve as an Adjunct Director of the Board of Directors and shall report to the Director for Information Services regarding the Corporation's website operation and appearance. The Webmaster manages content contained on the website and solicits additional material for posting. The Webmaster shall recommend other good practices identified from other websites for use by the Corporation and identify issues and problems identified through the website and other sources regarding the website operation.
- F. Rink Scheduler(s). Each Rink Scheduler shall serve as an Adjunct Director of the Board of Directors. Each Rink Scheduler shall report to the Vice President for Operations and the Director of Scheduling Operations. Rink Scheduler(s) shall coordinate with appropriate client organizations for game schedules and seek certified officials, qualified at the level of play both by certification and by demonstrated ability to officiate these games. Rink Scheduler(s) shall use web scheduling tools or other suitable means to provide the best possible officiating team to requested games and will assist with the development of new officials by introducing them into lower level games partnered with senior officials. Rink Scheduler(s) shall coordinate with the Vice President for Operations and Director of Scheduling Operations to ensure proper accountability for officials and to the Treasurer for billing purposes..

Section 5.9 : Succession. In the event of the resignation or incapacitation of the President, the remaining officers shall succeed to that office in the order listed in Section 5.1 of these Bylaws. In the event of a vacancy in any other office of the Corporation, the President shall appoint a replacement to serve on a temporary basis until the next scheduled membership meeting at least seven (7) days after the temporary appointment at which an election shall be held to fill the remainder of the unexpired term of office. If there is a vacancy in the office of an adjunct Board member, the President shall nominate a replacement who shall serve subject to confirmation by the Board at its next scheduled meeting.

Section 5.10 : Removal from Office.

- A. Action by Board or Directors. Officers, directors and adjunct directors may be removed from office for willful violation of these Bylaws, mismanagement or misappropriation of the Corporation's funds or for instances of misfeasance, malfeasance or nonfeasance which, upon recommendation of the majority of the Directors present and voting at a meeting of the Board, at which a quorum is present, warrants such removal. If a majority of the Directors present and voting at a Board meeting at which a quorum is present votes to remove an officer, director or adjunct Director, the matter will be referred to the Active membership which shall have final authority to remove said party by the affirmative vote of two-thirds (66.7%) of the Active members present and voting at a meeting at which a quorum is present.
- B. Action by Membership. A resolution to remove an Officer, Director or Adjunct Director

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may be introduced at any general membership meeting by any active member through a petition signed by at least 10% of the Active membership, certified by the Secretary, or by the Vice President of Management in cases involving the Secretary. If the motion is seconded, the matter shall be tabled until the next general membership meeting at which a full debate on the merits of the motion shall be heard, including an opportunity for the subject of the resolution to present evidence and witnesses on his/her behalf. At the conclusion of the debate, the motion shall be presented for a vote and such officer, director or adjunct director shall be removed from office if two-thirds (66.7%) of the Active members present and voting vote in favor of the resolution.

ARTICLE VI -- COMMITTEES

Section 6.1 : Standing Committees. The Board shall from time to time establish standing committees and shall designate the authority, duties and responsibilities of such committees. Members of such committees, other than the chairpersons thereof, need not be Directors or members of the Corporation. Unless otherwise specified in these Bylaws, the President shall appoint the members and chairperson(s) of such committees. The President may remove any committee chairperson or member whenever, in the President's judgment, the best interests of the Corporation shall be served by such removal.

- A. Management Committee. The Management Committee shall be responsible for all contract administration functions, including negotiation of terms and conditions for the Corporation's services, drafting of contracts for such services and the administration of such contracts for so long as they remain in force; shall manage the Corporation's insurance program and serve as the Corporation's Insurance Risk Coordinator; shall implement the USA Hockey Catastrophic Injury and Hockey Liability insurance coverage of the Corporation; and shall arrange for such supplemental personal injury and comprehensive liability insurance protection as may be necessary and appropriate, including Directors' and Officers' insurance.
- B. Operations Committee. The Operations Committee shall determine requirements for game officials and assure that resulting officiating assignments are distributed equitably among the Corporation's members, consistent with individual proficiency levels and skill classifications. The Operations Committee shall develop corporate policy for relating proficiency levels and skill classifications to age group and competitive levels, subject to approval of the Board of Directors.
- C. Evaluation and Training Committee. The Evaluation and Training Committee shall develop and implement corporate policy governing the training, evaluation and skill progression of all members and administer a structured evaluation program to monitor individual proficiency using the guidelines set forth by USA Hockey in coordination with the USA Hockey Evaluation Directors for Maryland/DC and Northern Virginia.
- D. Nominating Committee. The President, with approval of the Board shall appoint at the annual meeting of the Board a Nominating Committee which shall nominate persons to serve as Officers, Directors and Adjunct Directors. The Nominating Committee shall prepare a slate of nominations of Directors and Officers to be presented at the annual meeting of the members. The number of members of the Nominating Committee shall be not less than three (3) nor more than seven (7) Active members of the Corporation.

Section 6.2 : Special Committees. These Bylaws or the Board of Directors may from time to time designate special, ad hoc, committees for specific purposes or projects and shall designate

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the authority, duties and responsibilities of such special committees. Unless otherwise specified herein, special committees shall be subject to the provisions of Section 6.1 regarding appointment and removal.

A. Judicial Committee. In matters pertaining to alleged misconduct or wrong doing, where the Directors of Officiating Standards and Evaluations and Training determine that a member's action(s) can result in expulsion or suspension of greater than thirty (30) days, the Board of Directors shall convene a Judicial Committee consisting of the Director of Officiating Standards as chair and a minimum of three (3) and a maximum of seven (7) disinterested Active members, one of which must be an Officer or Director, none of whom shall be party to the accusation or allegation. Once convened, the Judicial Committee must complete its investigation and report its finding and recommendations to the Board of Directors within thirty (30) days. Recommendations of the Judicial Committee which are approved by the Board of Directors but which require action by the membership shall be placed on the agenda of the next scheduled membership meeting or of a special meeting called for that purpose. If the Director of Officiating Standards is a party to any such alleged action, the President shall appoint another disinterested officer or director to chair the Judicial Committee.

Section 6.3 : Quorum and Rules. Each committee created pursuant to this Article VI may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

Section 6.4 : Telephone Meetings. Meetings of the Board of Directors or committees may be held by telephone conference at the discretion of the chairperson.

ARTICLE VII -- ACCOUNTS AND RECORDS

Section 7.1 : Fiscal Year. The fiscal year of the Corporation shall commence on June 1 and end at the close of business on May 31 of each year.

Section 7.2 : Audits. The financial statements of the Corporation shall be reviewed annually by an independent certified public accountant that shall be approved by the Board. The annual review may be a part of the annual review of the financial statements of the Corporation.

Section 7.3 : Bank Accounts and Indebtedness. All funds received by the Corporation shall be deposited in such bank or banks as shall be authorized and approved by the Board. All checks, drafts, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such of the officers or agents of the Corporation and in such manner as shall from time to time be determined by the Board.

Section 7.4 : Bonds. Such officers, agents and employees of the Corporation as the Board may designate shall, at the expense of the Corporation, execute such fidelity or other bond as may be required by the Board.

Section 7.5 : Budget. The Board shall receive and approve an annual budget, prepared under the Direction of the Vice-President for Management, that identifies the planned sources of support and revenue, expenses to be incurred, capital expenditures and major purchases for each fiscal year.

Section 7.6 : Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its membership and Board. All books and records of the Corporation may be inspected by any Active member, or the Active member's agent or attorney, during normal business hours, upon reasonable notice, and for

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all proper purposes.

ARTICLE VIII -- MISCELLANEOUS

Section 8.1 : Seal. The seal of the Corporation shall be as follows: "Southeastern Hockey Officials Association, Inc." inscribed on a circular disc.

Section 8.2 : Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board or of any committee thereof may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members of the Board or of the committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or the committee. Such consent shall have the same force and effect as a unanimous vote of the Board or of the committee, as the case may be, and may be stated as such in any article or document to be filed with public authorities.

Section 8.3 : Indemnification. The Corporation shall indemnify any and all of its directors or officers or former Directors or officers or any person who may have served at its request as a director or official of another corporation or organization (in which it has an administrative or financial interest or of which it is a creditor) against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of being or having been a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to have acted with gross negligence or willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such actions. The Corporation shall purchase and maintain appropriate Directors' and Officers' liability insurance to cover all officers and directors in such amounts as the Board shall determine to be reasonable.

ARTICLE IX -- VOTING AND ELECTIONS

Section 9.1 : Voting Procedure.

- A.** Voting on motions brought to a vote in general and special meetings shall be by voice vote or show of hands, as determined by the President, except on matters pertaining to recall from office, expulsion of members, or termination of membership without prejudice, which shall be by secret ballot. In addition, any other motion brought to a vote will be conducted by secret ballot upon request of any three Active members present and voting.
- B.** Voting for the election of officers and directors conducted at the Annual Meeting shall be by secret ballot.
- C.** Proxy votes on Board elections will be accepted only in exceptional circumstances where unavoidable personal considerations that are clearly beyond the control of the member preclude attendance at the Annual Meeting. Written applications for proxy ballots must be received by the Secretary of the Association not later than 7 days prior to the date of the Annual Meeting. and four (4) days prior to any general meeting. The Secretary shall approve or disapprove each proxy application based on a case-by-case review of the circumstances. Upon approval, the Secretary will forward ballots and proxy instructions not later than 3 days prior to the Annual Meeting or any general meeting..

Section 9.2 : Nominations.

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- A. The president shall annually appoint a Nominating Committee to solicit candidates for each office and to prepare a list of such candidates whose names shall appear on the election ballot. The list of candidates shall be made known to the membership not less than 10 days prior to the Annual Meeting.
- B. Subsequent to the presentation of the Nomination Committee slate of candidates and prior to the conduct of balloting for each office, names of additional candidates may be nominated from the floor and placed on the ballot.

Section 9.3 : Elections.

- A. A separate ballot will be conducted for each elective office, beginning with the President and following sequentially in the order listed in Article IV, Section 3. The candidate receiving the majority of the votes cast by the eligible Active members present and voting shall be declared elected.
- B. If no candidate receives a majority of the votes cast, or if the balloting results in a tie, a run-off ballot shall be conducted between the two candidates with the greatest number of votes or, in the case of a tie, between the tied candidates. This procedure shall continue until one candidate achieves a majority and is declared elected.

ARTICLE X -- AMENDMENTS

Section 10.1 : Proposed Amendments. Any Active Member at any general membership meeting may introduce proposed amendments to these Bylaws.

Section 10.2 : Ratification. Proposed amendments to these Bylaws shall be enacted upon ratification by a two-thirds (66.7%) vote of Active members present and voting at any general membership meeting at which the amendment is on the agenda and is contained in the notice of the meeting. Copies of proposed amendments to these Bylaws must be published and distributed to all members a minimum of twenty (20) days prior to the meeting at which they shall be considered.

Section 10.3 : Effective Date. Amendments that are ratified shall take effect immediately unless another effective date is specified as part of the ratification action.

Section 10.4 : Board Recommendations. The Board of Directors shall review all proposed amendments to these Bylaws and shall make appropriate recommendations to the membership prior to the conduct of voting thereon.

July 23, 2004

ADOPTED BY THE MEMBERSHIP: _____